

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CITIGROUP GLOBAL MARKETS INC.,

Plaintiff,

-against-

VCG SPECIAL OPPORTUNITIES MASTER
FUND LIMITED f/k/a CDO Plus Master Fund
Limited,

Defendant.

No. 08 CV 5520 (BSJ)

**DECLARATION OF ALYSSA D'AMORE IN OPPOSITION TO
PLAINTIFF'S MOTION FOR PRELIMINARY INJUNCTION**

Alyssa D'Amore, pursuant to 28 U.S.C. § 1746, declares:

1. I am the Chief Financial Officer ("CFO") of Vanquish Capital Group, whose subsidiary Vanquish Advisors LLC serves as the investment manager to, and acts as an agent for, VCG Special Opportunities Master Fund Limited (f/k/a/ CDO Plus Master Fund Limited) ("VCG"), defendant in the above-captioned action. Unless otherwise indicated, I have personal knowledge of the following facts.

2. I have been employed by Vanquish Capital Group for two years. As CFO, I am responsible for ensuring that Vanquish Capital Group's recordkeeping and financial reporting procedures are compliant with all applicable rules and regulations. I also handle the day to day activities relating to the prime brokerage relationship with Citigroup Global Markets Inc. ("CGMI"). This relationship was created by the July 17, 2006 Prime Brokerage Agreement between VCG and CGMI, pursuant to which CGMI contracted to provide prime brokerage services (*i.e.*, the clearing and settling of trades in fixed income securities).

3. Prior to joining Vanquish Capital Group, I held the position of Controller with Tequesta Hedge Fund Group and Alpha Strategic Management, a SEC registered broker dealer. I have held similar positions with Suncoast Capital Group, LP and Dunham and Associates. I began my financial career with State Street Bank and Trust, in Quincy, Massachusetts after graduating from Salve Regina University in Newport, Rhode Island, with a Bachelor of Science in Finance.

4. In the regular course of business, I regularly review the prime brokerage reports provided by CGMI, which identify all activity related to VCG's prime brokerage account with it. Specifically, these reports identify any contract that was cleared or settled by CGMI.

5. The June 29, 2007 credit default swap transaction entered into by Citibank, N.A. and VCG does not appear on any of the prime brokerage reports provided by CGMI. If CGMI had cleared or settled this transaction it would have appeared on such reports.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: July 23, 2008

/s/ Alyssa D'Amore